

**LAW OFFICES OF
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February 11, 2011

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Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RECORDATION NO. 29218-A FILED

FEB 11 '11 -10 20 AM

Dear Ms. Brown:

~~STORAGE~~ TRANSPORTATION BOARD

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release of Security Interest, a secondary document, dated as of December 22, 2010. The primary document to which this is connected is recorded under Recordation No. 29218. We request that one copy of this document be recorded under Recordation No. 29218-A.

The names and addresses of the parties to the Release of Security Interest are:

Security Agent:

Plainfield Direct, Inc.
55 Railroad Avenue
Greenwich, CT 06830

Lender:

Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

Security Provider:

Temple & Central Texas Railway, Inc.
One Boca Place
2255 Glades Road, Suite 342-W
Boca Raton, FL 33431

A description of the equipment covered by the Release of Security Interest consists of all railroad equipment now owned or hereafter acquired.

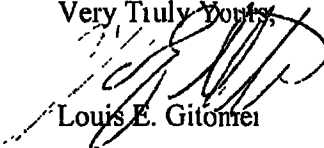
Ms Cynthia T. Brown
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A fee of \$41.00 is enclosed Please return one copy by email to

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Release of Security Interest among Plainfield Direct, Inc , 55 Railroad Avenue, Greenwich, CT 06830, Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, and Temple & Central Texas Railway, Inc., One Boca Place, 2255 Glades Road, Suite 342-W, Boca Raton, FL 33431, covering all railroad equipment now owned or hereafter acquired.

Very Truly Yours,


Louis E. Gitomer

Enclosure

FEB 11 '11 -10 20 AM

SURFACE TRANSPORTATION BOARD

RELEASE OF SECURITY INTEREST

The undersigned, Plainfield Direct, LLC, successor in interest to Plainfield Offshore Holdings XI, Inc., as Security Agent ("Security Agent"), Fifth Third Bank, as Lender, and Temple & Central Texas Railway, Inc., as Security Provider, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, do hereby terminate, release, and discharge the security interest granted pursuant to that certain Security and Subordination Agreement, dated as of March 4, 2010, between Security Agent and Lender, insofar as the same encumbers all now owned and hereafter acquired locomotives, rail cars and other rolling stock, as well as rolling stock accessories. A Memorandum of Security and Subordination Agreement dated as of March 18, 2010 among Security Agent, Security Provider, and Lender was recorded at the Surface Transportation Board on March 19, 2010 at 11:44 am under Recordation No. 29218.

Dated December 22, 2010.

PLAINFIELD DIRECT, LLC,
as Security Agent

FIFTH THIRD BANK,
as Lender

By: [Signature]

By: _____

Name: Thomas X. Kitch

Name: _____

Title: Co - General Counsel

Title: _____

TEMPLE & CENTRAL TEXAS RAILWAY, INC.,
as Security Provider

By: [Signature]

Name: GARY O MARINO

Title: President

RELEASE OF SECURITY INTEREST

The undersigned, Plainfield Direct, L.L.C, successor in interest to Plainfield Offshore Holdings XI, Inc., as Security Agent ("Security Agent"), Fifth Third Bank, as Lender, and Temple & Central Texas Railway, Inc., as Security Provider, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, do hereby terminate, release, and discharge the security interest granted pursuant to that certain Security and Subordination Agreement, dated as of March 4, 2010, between Security Agent and Lender, insofar as the same encumbers all now owned and hereafter acquired locomotives, rail cars and other rolling stock, as well as rolling stock accessories. A Memorandum of Security and Subordination Agreement dated as of March 18, 2010 among Security Agent, Security Provider, and Lender was recorded at the Surface Transportation Board on March 19, 2010 at 11.44 am under Recordation No. 29218.

Dated December 22, 2010.

PLAINFIELD DIRECT, L.L.C,
as Security Agent

By: [Signature]

Name: Thomas X. Kostak

Title: Co-General Counsel

FIFTH THIRD BANK,
as Lender

By: [Signature]

Name: Craig Schubert

Title: Vice President

TEMPLE & CENTRAL TEXAS RAILWAY, INC.,
as Security Provider

By: _____

Name: _____

Title: _____

STATE OF CONNECTICUT)

) ss.

COUNTY OF FAIRFIELD)

On December 22 2010 before me personally appeared THOMAS X. FRIS to me personally known, who being by me duly sworn, says that (s)he is the Co General Counsel of Plainfield Direct, LLC, that said instrument was signed on behalf of said limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Deborah M. Hall
NOTARY PUBLIC

my commission expires: 11/30/2015

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

JANUARY 2011
On ~~December 31, 2010~~ before me personally appeared CRAIG SCHULTZ, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Fifth Third Bank, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NOTARY PUBLIC



STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

On December 21st, 2010 before me personally appeared Cecyl B. Marino to me personally known, who being by me duly sworn, says that (s)he is the President of Temple & Central Texas Railway, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Harmon A. Necker
NOTARY PUBLIC

